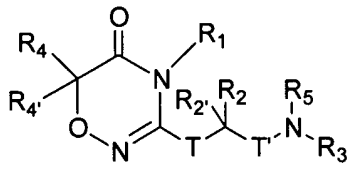
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

R_1 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R_2 and $R_{2'}$ are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R_2 and $R_{2'}$ taken together form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the ring;

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $-C(O)-R_6$, and $-S(O)_2-R_{6a}$;

R_4 and $R_{4'}$ are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl, or R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene;

R_5 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

or R_5 taken together with R_3, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R_5 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R_6 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R_7O- and R_8-NH-;

R_{6a} is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted alkylaryl, optionally substituted heteroaryl, optionally substituted alkylheteroaryl, and R_8-NH-;

R_7 is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; and

R_8 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

a pharmaceutically acceptable salt of a compound of Formula I;

a pharmaceutically acceptable solvate of a compound of Formula I; or

a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower alkyl;

R_6 is chosen from optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R_7O- and R_8-NH-;

R_7 is optionally substituted C_1-C_8 alkyl or optionally substituted aryl;

R_8 is chosen from hydrogen, optionally substituted C_1-C_8 alkyl and optionally substituted aryl;

R_5 is chosen from hydrogen; C_1-C_4 alkyl; cyclohexyl; phenyl substituted with hydroxyl, C_1-C_4 alkoxy or C_1-C_4 alkyl; benzyl; and R_{16}-alkylene-; and

R_{16} is hydroxyl, carboxy, (C_1-C_4 alkoxy)carbonyl-, di(C_1-C_4 alkyl)amino-, (C_1-C_4 alkyl)amino-, amino, (C_1-C_4 alkoxy)carbonylamino-, C_1-C_4 alkoxy-, or optionally substituted N-heterocyclyl-.

3. (Original) A compound of claim 2 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

at least one of R_4 and $R_{4'}$ is hydrogen;

R_6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, or optionally substituted aryl;

R_5 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

4. (Original) A compound of claim 3 comprising one or more of the following:

R_1 is chosen from ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, and (ethoxycarbonyl)ethyl;

R_2 is chosen from methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, and hydroxymethyl;

R_4 and $R_{4'}$ are hydrogen;

R_6 is optionally substituted phenyl; and

R_{16} is amino.

5. (Original) A compound of claim 4 comprising one or more of the following:

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R_2 is ethyl or propyl;

R_6 is tolyl, halophenyl, methylhalophenyl, hydroxymethyl-phenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl; and

R_5 is aminoethyl, aminopropyl, aminobutyl, aminopentyl, aminohexyl, methylaminoethyl, methylaminopropyl, methylaminobutyl, methylaminopentyl, methylaminohexyl, dimethylaminoethyl, dimethylaminopropyl, dimethylaminobutyl, dimethylaminopentyl, dimethylaminohexyl, ethylaminoethyl, ethylaminopropyl, ethylaminobutyl, ethylaminopentyl, ethylaminohexyl, diethylaminoethyl, diethylaminopropyl, diethylaminobutyyl, diethylaminopentyl, or diethylaminohexyl.

6. (Original) A compound of claim 5 comprising one or more of the following:

R_1 is benzyl; and

R_2 is i-propyl.

7. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene; and

R_6 is chosen from optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R_7O- and R_8-NH-; and

R_7 is optionally substituted C_1-C_8 alkyl or optionally substituted aryl;

R_8 is chosen from hydrogen, optionally substituted C_1-C_8 alkyl and optionally substituted aryl.

8. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

R_4 and $R_{4'}$ form an isopropylidene or an ethylidene group; and

R_6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, or optionally substituted aryl.

9. (Original) A compound of claim 8 comprising one or more of the following:

R_1 is chosen from ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, and (ethoxycarbonyl)ethyl;

R_2 is chosen from methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, and hydroxymethyl; and

R_6 is optionally substituted phenyl.

10. (Original) A compound of claim 9 comprising one or more of the following:

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R_2 is ethyl or propyl; and

R_6 is tolyl, halophenyl, methylhalophenyl, hydroxymethyl-phenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl.

11. (Original) A compound of claim 10 comprising one or more of the following:

R_1 is benzyl; and

R_2 is i-propyl.

12. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring; and

R_4 and $R_{4'}$ are independently selected from hydrogen and optionally substituted lower alkyl.

13. (Original) A compound of claim 12 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

at least one of R_4 and $R_{4'}$ is hydrogen; and

R_3 taken together with R_5 and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.

14. (Original) A compound of claim 12 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

at least one of R_4 and $R_{4'}$ is hydrogen; and

R_3 taken together with R_5 and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring.

15. (Original) A compound of claim 12 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

at least one of R_4 and $R_{4'}$ is hydrogen; and

R_3 taken together with R_5 and the nitrogen to which they are bound, forms an optionally substituted diazepinone ring.

16. (Original) A compound of claim 12 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

at least one of R_4 and $R_{4'}$ is hydrogen; and

R_3 taken together with R_5 and the nitrogen to which they are bound, forms an optionally substituted piperazine- or diazepam ring.

17. (Currently amended) A compound of ~~any of claims 12 to 16~~ claim 12 comprising one or more of the following:

R_1 is chosen from ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, and (ethoxycarbonyl)ethyl;

R_2 is chosen from methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, and hydroxymethyl; and

R_4 and $R_{4'}$ are hydrogen.

18. (Original) A compound of claim 17 comprising one or more of the following:

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl; and

R_2 is ethyl or propyl.

19. (Original) A compound of claim 18 comprising one or more of the following:

R_1 is benzyl; and

R_2 is i-propyl.

20. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene; and

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring.

21. (Original) A compound of claim 20 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

$R_{2'}$ is hydrogen;

R_4 and $R_{4'}$ form an isopropylidene or an ethylidene group.

22. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_6 is optionally substituted phenyl;

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower alkyl;

R_5 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

23. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_6 is optionally substituted phenyl;

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene;

R_5 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

24. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle; and

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower alkyl.

25. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle; and

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene.

26. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted imidazole ring; and

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower

alkyl.

27. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted imidazole ring; and

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene.

28. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted imidazoline ring; and

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower alkyl.

29. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted imidazoline ring; and

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene.

30. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted diazepinone ring; and

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower alkyl.

31. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted diazepinone ring; and

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene.

32. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or

hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted piperazine or diazepam ring; and

R_4 and $R_{4'}$ are independently chosen from hydrogen and optionally substituted lower alkyl.

33. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_5, and the nitrogen to which they are bound, form an optionally substituted piperazine or diazepam ring; and

R_4 and $R_{4'}$ together with the carbon to which they are attached form an optionally substituted alkylidene.

34. (Original) A compound of claim 1 that is

N-(3-amino-propyl)-N-[1-(4-benzyl-5-oxo-5,6-dihydro-4H-[1,2,4]oxadiazin-3-yl)-2-methyl-propyl]-4-methyl-benzamide;

N-(3-amino-propyl)-N-[1-(4-benzyl-6-isopropylidene-5-oxo-5,6-dihydro-4H-[1,2,4]oxadiazin-3-yl)-2-methyl-propyl]-4-methyl-benzamide; or

N-(3-Amino-propyl)-N-[1-(4-benzyl-6-ethylidene-5-oxo-5,6-dihydro-4H-[1,2,4]oxadiazin-3-yl)-2-methyl-propyl]-4-methyl-benzamide,

or a pharmaceutically acceptable salt thereof, a pharmaceutically acceptable solvate thereof, or a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt thereof.

35. (Currently amended) A compound of ~~any of the above claims~~ claim 1 wherein the stereogenic center to which R_2 and $R_{2'}$ is attached is of the R configuration.

36. (Currently amended) A composition comprising a pharmaceutical excipient and a compound, salt, or solvate thereof of ~~any one of claims 1-34~~ claim 1.

37. (Original) A composition according to claim 36, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I or a pharmaceutical salt or solvate thereof.

38. (Original) A composition according to claim 37 wherein said chemotherapeutic agent is a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

39. (Currently amended) A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of a compound according to ~~any one of claims 1 to 34~~ claim 1, or a pharmaceutically acceptable salt or solvate thereof.

40. (Currently amended) A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of a compound according to ~~any one of claims 1 to 34~~ claim 1, or a pharmaceutically acceptable salt or solvate thereof.

41. (Currently amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a compound according to ~~any one of claims 1-34~~ claim 1, or a pharmaceutically acceptable salt or solvate thereof.

42. (Currently amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a composition according to ~~any one of claims 36-38~~ claim 1.

43. (Currently amended) A method according to claim 41 ~~or claim 42~~ wherein said disease is selected from cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

44. - 45. (Cancelled)